

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

USDC SDNY
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JEREMY LEVIN, et al.,

Plaintiffs,

-against-

BANK OF NEW YORK, et al.,

Civil Action No. 09 Civ. 5900 (RPP)

Defendants.

STIPULATION AND ORDER

WHEREAS, following the commencement of this proceeding, the Defendants commenced several third-party actions in accordance with Judge Patterson's orders dated January 11, 2010, March 16, 2010, and May 26, 2010 against (1) persons other than plaintiffs who had obtained judgments against the Islamic Republic of Iran ("Iran") or brought suit against Iran to recover a judgment based on Iran's alleged involvement in, or support for entities that had committed, terrorist acts, and (2) various other persons who might have or claim an interest in the blocked assets that are the subject of this proceeding; and

WHEREAS, some or all of the Third-Party Defendants in the first category referred to above may wish to obtain discovery, documents and/or information from Plaintiffs, Defendants or other sources regarding various bank accounts, the proceeds of various wire transfers, the parties to those accounts and wire transfers, and a variety of other matters, which Defendants consider to be or to contain confidential and/or proprietary information, and

WHEREAS, all interested persons are agreeable to establishing procedures that will protect the confidentiality and the proprietary nature of such documents and information, as set forth herein;

IT IS HEREBY STIPULATED AND AGREED, by and among the undersigned counsel for the parties, on behalf of themselves and their clients, as follows:

1. The Confidentiality Stipulation and Order in this proceeding that was so ordered by the Court on October 27, 2009, as modified by an Amended Stipulation and Order that was so ordered by the Court on January 11, 2010 (the "Confidentiality Order"), is hereby modified to provide that the undersigned attorneys of record for the Third-Party Defendants in the third-party actions brought by the Defendants in the above-referenced proceeding that are captioned *The Bank of New York Mellon, et al., against Steven Greenbaum, et al., The Bank of New York Mellon, et al. against The Estate of James Silvia and Lynne Michol Spencer, et al.* and *The Bank of New York Mellon, et al. against Estate of Michael Heiser, et al.*, and other persons included in the term "Authorized TPD Counsel," as defined below, and specifically including Counsel for the Levins, shall be entitled to have access to Confidential Information, and to designate documents and information as Confidential, and shall otherwise be subject to all of the terms, provisions, conditions and requirements set forth in the Confidentiality Order, to the same extent as counsel for Plaintiffs Jeremy and Lucille Levin. As used herein, the term "Authorized TPD Counsel" shall mean attorneys, paralegals and employees of, or with, the law firms who are actually working on any of the foregoing third-party actions, to the extent that they are overseeing or involved in any of the foregoing third-party actions. By signing this Stipulation and Order, the undersigned counsel for such Third-Party Defendants agree to comply with the terms and provisions of the Confidentiality Order in all respects, and not to disclose or make use of Confidential Information, using that term as it is defined in the Confidentiality Order, other than in strict compliance with the terms and provisions of the Confidentiality Order, and to take steps to ensure that anyone else who is provided with Confidential Information pursuant to this

Stipulation and Order is familiar with its terms and agrees to do likewise.

2. Authorized TPD Counsel shall also be authorized to provide Confidential Information to the named Third-Party Defendants ("TPDs"), which specifically includes the Levins, represented by them in any of the third-party actions referred to in paragraph 1 hereof, but such information shall be provided to such TPDs only to the extent necessary to enable such TPDs to participate in decisions with respect to the prosecution, defense or settlement of any claims in any such third-party actions, or to participate in such decisions with respect to the initiation, prosecution, defense or settlement of any other judgment enforcement action brought by any of them with respect to the judgment in their favor against Iran that is involved in this proceeding, including any of the third-party actions referred to in paragraph 1 above, and only after such TPDs have signed a consent to be bound by this Stipulation and Order, in the form of Appendix A hereto, and a copy thereof has been provided to each of the undersigned counsel for Defendants JPMorgan Chase Bank, N.A., The Bank of New York Mellon, Citibank, N.A. and Société Générale. The term "TPD," as defined in this paragraph, shall also include the American Center for Civil Justice (the "Center"), and the Center's officers, employees and attorneys who are involved in the sorts of decisions referred to in the first sentence of this paragraph, based on a representation by DLA Piper LLP, counsel for the Third-Party Defendants in the third-party action captioned *The Bank of New York Mellon, et al. against Estate of Michael Heiser, et al.*, that the Center is acting on behalf of the Third-Party Defendants in that action pursuant to powers of attorney executed by such Third-Party Defendants.

3. The term "Permitted Purpose" in the Confidentiality Order is hereby modified to permit the use of Confidential Information in connection with the initiation, prosecution, defense or settlement of any other action or legal proceeding brought to enforce or

collect amounts due under any judgment entered in favor of any of the TPDs against Iran that is involved in this proceeding, including its use in connection with the prosecution or defense of the third-party actions referred to in paragraph 1 above, or in connection with the filing or service of any writ of execution, writ of garnishment or other judgment creditor process intended to enforce or collect amounts due under any such judgment.

4. Subdivision e of paragraph 5 of the Confidentiality Order is hereby amended to read as follows: "Experts retained by counsel for Plaintiffs, counsel for any of the Defendants or any Authorized TPD Counsel to give testimony, submit an affidavit or declaration or act as non-testifying consultants or advisors with respect to these proceedings, provided that such experts sign an agreement in the form of Appendix A hereto to be bound by this Stipulation and Order, as modified and amended."

5. A new subdivision f is hereby added to paragraph 5 of the Confidentiality Order, as follows: "f. Such other persons as are agreed to in writing by the party that designated the Confidential Information in question as Confidential (and limited to Confidential Information designated as such by the consenting party), on such conditions, including an agreement by the person receiving the Confidential Information, in the form of Appendix A hereto, to be bound by and subject to this Confidentiality Order, as the party agreeing in writing to permit such other person to receive Confidential Information may impose."

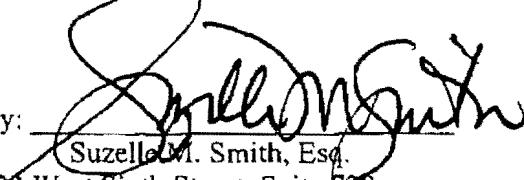
6. Plaintiffs' counsel are hereby authorized and directed to submit, as soon as practicable, an unredacted set of plaintiffs' motion papers in support of their motion for partial summary judgment to each law firm that has signed this Stipulation and Order.

7. This Stipulation and Order may be signed by counsel in two or more counterparts, and signatures placed on any copy of this Stipulation and Order and then

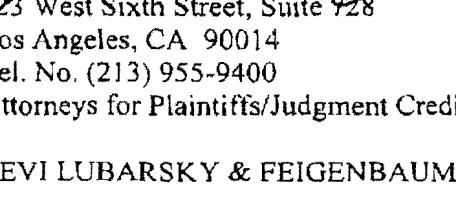
transmitted electronically or by facsimile shall be effective to the same extent as if all of the undersigned had signed the same original version of this Stipulation and Order in person.

Dated: New York, New York
July 30, 2010

HOWARTH & SMITH

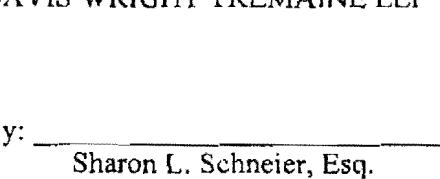
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July 30, 2010

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SO ORDERED:


U.S.D.J.

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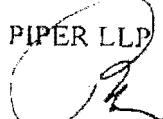
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SO ORDERED:


U.S.D.J.
August 6, 2010
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